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TALLAHASSEE, FLORIDA

Amend

TB

8/11/08

John C. Englehardt, P. A.
Attorney at Law

1524 East Livingston Street
Orlando, Florida 32803-5495
Telephone 407-896-1138
Facsimile 407-896-7370

July 30, 2008

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Smithwell, Inc.
JCE ~~12334-P~~
13224-P

Dear Sir/Madame:

Enclosed please find Articles of Amendment to be filed for the above-referenced corporation as well as my trust account check in the amount of \$35.00 for your fee and my self-addressed, stamped envelope for return of this original document.

Thank you for your services and many considerations in this regard.

Yours truly,



JOHN C. ENGLEHARDT, P. A.

JCE/ap
Enclosure

ARTICLES OF AMENDMENT

A meeting of the shareholders of SMITHWELL, INC. was held at 5960 CR551
clearmont on June 21, 2008. The meeting was attended by Christopher
K. Smith, Michael Cashwell, Alex Smith and Michael Straugh, all of the shareholders of the
corporation.

By unanimous consent the following Amendment to the Articles of Incorporation was
adopted:

Article III of the Articles of Incorporation was amended to read:

"IV. The aggregate number of shares which the corporation
shall have authority to issue is 1,000 shares, all of one class, and
having no par value.

A. Share holders may dispose of their stock in this
corporation, or encumber said stock, only under the conditions
expressed herein.

B. Any shareholders desiring to encumber or dispose of his
stock must obtain the written consent of each of the other shareholders
and of this corporation, or strictly
comply with the following provisions.

C. If a shareholder desires to sell any or all of his stock the
corporation shall have the first option of purchasing that stock under
the following terms and conditions: The purchase price shall be the net
actual cash value of the assets of the corporation multiplied by a fraction
whose denominator is the number of shares owned by the person whose
shares are being purchased and whose numerator is the total number of
outstanding shares prior to the purchase. The net value shall be
computed by subtracting all corporate debts from the actual cash value of
all corporate assets; and shall not include an allowance for any value of
existing contracts or future anticipated revenues.

15% of the purchase price will be due and payable within 30 days
of the corporation's written notice of its intent to purchase such stock.
The balance of the purchase price shall be paid in 60 equal, consecutive
monthly payments of principal and interest, at prime rate as reported by
the bank where the corporation maintains its corporate accounts on the
first day of the first month after such written notice.

1. Notice: 30 days prior to the date of sale of stock the
shareholder shall give written notice of intent to the corporation by
registered mail return receipt requested, of his intent. That notice shall
contain the name and address of the intended purchaser, all shall
describe with particularity all relevant terms of the sale.

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2. Exercise of option by corporation of notice of intent:
Within 10 days of receipt the corporation shall notify the shareholder who has given notice of intent to sell of its intention to exercise the corporation's option. If the notice is not given that option shall lapse. If the option is exercised by the corporation it must purchase all shares offered.

3. In the event of involuntary alienation of any stock of the corporation or sale of stock of the corporation without strict compliance with Paragraph IV(c)(1 - 5), the corporation shall be entitled to repurchase that stock under the terms set forth above. Transfer of stock to a spouse or former spouse of a shareholder without the written consent of all other shareholders shall be deemed to be involuntary alienation.

4. The corporation may elect to purchase "key man" insurance for one or more of its shareholders with the corporation named as beneficiary. If a shareholder dies the corporation may purchase his shares from his estate in an amount equal to the amount of the "key man" insurance or the price set forth above, whichever is greater.


5. The sale of corporate stock may be further restricted by the By-Laws of the corporation, or as otherwise provided for therein.

D. The certificates of stock of this corporation shall be temporarily surrendered to the corporation for the purpose of adding the following endorsement on each share certificate: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said articles provide for restriction upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the Secretary of the corporation." After said stock is inscribed with said statement, then the stock certificate shall be returned to the shareholders immediately subsequent to the endorsement of the share certificates. This restriction is binding upon all purchasers of the stock of this corporation, their heirs, successors, assigns and legal representatives.

E. The shareholders, by resolution or in the By-Laws, upon vote of 80% of the shareholders, modify or add restrictions to the sale of stock."

July
Dated: June 21, 2008.


Christopher K. Smith, Secretary


Alex Smith, President